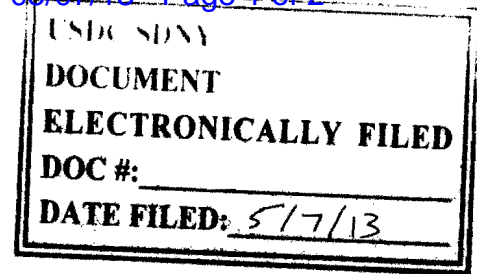


UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE SMITH BARNEY TRANSFER  
AGENT LITIGATION

05 CIV-7583 (WHP)



**STIPULATION AND [PROPOSED] ORDER STAYING ACTION**

WHEREAS the parties have entered into a Memorandum of Understanding to settle the instant action, and

WHEREAS, the Memorandum of Understanding requires the parties to promptly request a stay of this Action except to the extent necessary to implement the settlement, including, but not limited to, identifying members of the Class and obtaining Class members' account and transaction information through existing and outstanding document requests and non-party subpoenas,

WHEREAS, on December 12, 2012, the Court entered an order which, among other things, set a schedule for the remainder of the action;

IT IS HEREBY STIPULATED AND AGREED by the parties hereto, through their undersigned counsel, as follows:

1. Pending consideration of the fairness, reasonableness and adequacy of the proposed settlement by the Court, the instant action shall be stayed except to the extent necessary to implement the settlement, including, but not limited to, identifying members of the Class and obtaining Class members' account and transaction information through existing and outstanding document requests and non-party subpoenas; and

2. The Court's order of December 12, 2012, is hereby vacated with respect to its schedule of future deadlines or court appearances.

Respectfully submitted this 3<sup>rd</sup> th day of April 2013.

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**ORDER**

IT IS SO ORDERED.

William H. Pauley III  
William H. Pauley III  
U.S.D.J.

Dated: 5/6/13